PLAZA ENTERTAINMENT, INC.

File Plaza

Family Universal Network F.U.N.

Producer and Distributor of Quality Family Programming

MEMORANDUM

August 9, 1999

Mr. Joe Baird
VALLEY MEDIA

Via Fax (530) 661-7818

RE:	***EARLY PAYMENT DISCOUNT AND PAYMENT ROUTING INSTUCTIONS AND INDEMNIFICATION***

Dear Joe:

As you are aware, Plaza Entertainment, Inc. has extended to Valley Media a three percent (3%) "*early payment discount*" in consideration of the immediate payment of approximately USD $25,000.

The purpose of this letter is to instruct Valley Media to send to Plaza the courtesy accelerated payment to our Plaza Los Angeles Corporate offices, and to make the check payable to PLAZA ENTERTAINMENT, INC.

Plaza Ent., Inc. warrants to Valley Media that there are no objecting lien holders that would oppose this transaction, and that WRS Labs has been pre-informed of this event. Plaza Ent., Inc. hereby indemnifies and holds Valley Media harmless from any damages in the event that WRS Labs should ever object to this courtesy payment, discount, or payment routing instructions.

Please send the check to the Plaza corporate offices below, and utilize our ***FEDERAL EXPRESS ACCT. NUMBER 208994166.***

Sincerely,

Eric Parkinson,
President

cc: Joe Gerek, WRS Film & Video Labs, Inc.

304 North Edinburgh Ave., Los Angeles, CA 90048
TEL (213) 852-1800 • FAX(213) 852-1808

EXHIBIT
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